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EXHIBIT NO. .... Filed 1425  
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SEP 28 1984 - 10 40 AM  
INTRA-STATE COMMERCE COMMISSION

RECORDATION NO. 144367 Filed 142B

SEP 28 1984 - 10 40 AM

RECORDATION NO. 4436 SEPTEMBER 28, 1984

**INTERSTATE COMMERCE COMMISSION**

SEP 28 1984 - 10 40 AM  
INTERSTATE COMMERCE COMMISSION  
Commerce Commission

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

No. 4-272A015  
Date SEP 28 1984  
Fee \$ 2.00  
RECORDATION NO. 14436  
FILED 1425  
SEP 28 1984  
- 10 40 AM  
INTERSTATE COMMERCE COMMISSION  
ICC Washington, D. C.

We have enclosed two original sets and two photocopied sets of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These documents are, within the classification scheme promulgated as 49 C.F.R. § 1177.1, as follows:

- (1) a lease (comprised of a Lease of Railroad Equipment and a Lease Supplement thereto, each dated as of September 28, 1984) - a primary document, and
- (2) a security agreement (comprised of a Trust and Security Agreement and a Security Agreement Supplement thereto, each dated as of September 28, 1984) - a primary document.

The names and addresses of the parties to these documents are as follows:

(1) Lease

Lessor :

Dean Witter Rail Investors Limited Partnership  
c/o Dean Witter Transportation Leasing Corporation  
Two World Trade Center  
15th Floor  
New York, New York 10048

Lessee:

Cargill, Incorporated  
P. O. Box 9300  
Minneapolis, Minnesota 55440  
Attention: Traffic Manager, Corn Milling Division

ICC OFFICE OF  
THE SECRETARY  
SEP 28 10 31 AM '84  
MOTOR OPERATING UNIT

## 2. Security Agreement

### Owner:

Dean Witter Rail Investors Limited Partnership  
c/o Dean Witter Transportation Leasing Corporation  
Two World Trade Center  
15th Floor  
New York, New York 10048

### Trustee:

The Connecticut Bank and Trust Company, National Association,  
as Trustee  
One Constitution Plaza  
Hartford, Connecticut 06115  
Attention: Corporate Trust Department

A description of the equipment covered by such documents follows:

Seventy-nine (79) rail tank cars (59 of which were manufactured by Trinity Industries, Inc., and 20 by Union Tank Car Company), 17,500 gallon capacity each, of AAR Mechanical Description "T-104" and DOT Specification "111A100W3", bearing the following numbers to identify Cargill, Incorporated as the lessee thereof:

CRGX 4000  
CRGX 4002  
CRGX 4004 - 4035 (inclusive)  
CRGX 4037 - 4048 (inclusive)  
CRGX 4051 - 4053 (inclusive)  
CRGX 4056  
CRGX 4057  
CRGX 4059  
CRGX 4061 - 4063 (inclusive)  
CRGX 4065  
CRGX 4067 - 4089 (inclusive)

The documents provide that rail tank cars hereafter acquired by the owner and leased to Cargill, Incorporated will also be property covered by the security agreement and the lease, up to a total of three hundred forty (340) such rail tank cars.

A fee of \$100.00 is enclosed. Please return the originals of each document and any extra copies not needed for recordation to the person presenting this letter and its enclosures for filing.

SEP 28 1984 - 10 40 AM

[Execution Copy]

## INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1 TO TRUST AND SECURITY AGREEMENT

This Supplement No. 1 is dated as of September 28, 1984 and is entered into by Dean Witter Rail Investors Limited Partnership (the "Owner") and The Connecticut Bank and Trust Company, National Association, as Trustee (the "Trustee") for its benefit and for the benefit of the holders from time to time of the Notes described in the Agreement referred to below.

A. The Owner and the Trustee have entered into a Trust and Security Agreement dated as of August 15, 1984 (as heretofore supplemented, the "Agreement").

B. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Agreement.

C. The Agreement contemplates the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof.

NOW, THEREFORE, TO SECURE THE PAYMENT of the principal of and interest on the Notes according to their tenor and effect and to secure the payment and performance of all other indebtedness which the Agreement by its terms secures and the performance and observance of all covenants, obligations and conditions contained in the Notes, the Agreement and the Participation Agreement, the Owner does hereby grant, bargain, sell, transfer, convey, warrant, mortgage, assign, pledge, hypothecate and grant a continuing security interest unto the Trustee, its successors in trust and assigns in and to all and singular of the Owner's properties, rights, interests and privileges and the proceeds thereof (whether now owned or hereafter acquired), except any Excepted Rights in Collateral (as defined in the Agreement), including, without limitation, the following:

(a) each of the Rail Cars described in Schedule A annexed hereto;

(b) all additional or substituted Rail Cars which hereafter may be subjected to the lien and security interest of the Agreement by operation thereof;

(c) all income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing;

(d) each Lease Supplement relating to such Rail Cars and all amounts payable thereunder.

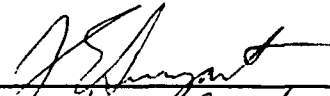
TO HAVE AND TO HOLD the above-described Collateral unto the Trustee, its successors in trust and assigns forever, upon the terms herein and in the Agreement set forth, for the benefit of the Trustee and for the equal and proportionate benefit, security and protection of all present and future holders of the Notes outstanding under the Agreement from and after the issuance of the Notes, without preference, priority or distinction of any Notes by reason of priority at the time of issue date or maturity thereof or otherwise for any cause whatsoever.

This Supplement shall be construed in connection with and as a part of the Agreement, and all terms, conditions and covenants contained in the Agreement, as hereby supplemented, shall remain in full force and effect.


This Supplement may be executed in any number of counterparts, each of which shall constitute an original but which, when taken together, shall constitute but one instrument.

DEAN WITTER RAIL INVESTORS  
LIMITED PARTNERSHIP

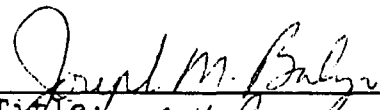
By DEAN WITTER TRANSPORTATION  
LEASING CORPORATION,  
General Partner

By:   
Title: Vice President

By CLC INVESTORS, INC.,  
General Partner

By:   
Title: President

THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIA-  
TION, as Trustee

By:   
Title: AVP

Sup 1 to Trust  
- C

Schedule A

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
59 Rail Tank Cars, 17,500 gallon capa- city each, lined to carry corn syrup	Trinity In- dustries, Inc.	CRGX 4015 CRGX 4024 CRGX 4052 CRGX 4053 CRGX 4056 CRGX 4057 CRGX 4062 CRGX 4068 CRGX 4002 CRGX 4009 CRGX 4017 CRGX 4018 CRGX 4059 CRGX 4061 CRGX 4063 CRGX 4065 CRGX 4067 CRGX 4069 CRGX 4005 CRGX 4006 CRGX 4008 CRGX 4011 CRGX 4026 CRGX 4028 CRGX 4034 CRGX 4037 CRGX 4038 CRGX 4039 CRGX 4040 CRGX 4041 CRGX 4042 CRGX 4043 CRGX 4044 CRGX 4045 CRGX 4046 CRGX 4047 CRGX 4048 CRGX 4051 CRGX 4004 CRGX 4007 CRGX 4019 CRGX 4021 CRGX 4033 CRGX 4035	T-104 (for all listed Rail Tank Cars manufactured by Trinity Industries, Inc. and Union Tank Car Company)	111A100W3 (for all listed Rail Tank Cars Manufac- tured by Trinity Industries, Inc. and Union Tank Car Company)	36-176-2 (File #8402) (for all listed Rail Tank Cars manufactured by Trinity Industries, Inc.)

Suppl to Trust  
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<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
		CRGX 4000			
		CRGX 4010			
		CRGX 4012			
		CRGX 4013			
		CRGX 4014			
		CRGX 4016			
		CRGX 4020			
		CRGX 4022			
		CRGX 4023			
		CRGX 4025			
		CRGX 4027			
		CRGX 4029			
		CRGX 4030			
		CRGX 4031			
		CRGX 4032			
20 Rail Tank Cars, 17,500 gallon capa- city each, lined to carry corn syrup	Union Tank Car Company	CRGX 4070			BD-36-100-18
		CRGX 4072			(for all
		CRGX 4074			listed Rail
		CRGX 4076			Tank Cars
		CRGX 4079			manufactured
		CRGX 4082			by Union
		CRGX 4085			Tank Car
		CRGX 4086			Company)
		CRGX 4087			
		CRGX 4078			
		CRGX 4083			
		CRGX 4088			
		CRGX 4089			
		CRGX 4071			
		CRGX 4084			
		CRGX 4073			
		CRGX 4075			
		CRGX 4077			
		CRGX 4080			
		CRGX 4081			